

Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning

, and ending

Name of foundation Jolie-Pitt Foundation		A Employer identification number 20-5176706
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
Foundation Source 501 Silverside Rd	123	
City or town state and ZIP code Wilmington DE 19809-1377		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,927,289	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc. received (attach schedule)	4,597,679			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2,121	2,121		
	4 Dividends and interest from securities	21,910	19,234		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-6,382			
	b Gross sales price for all assets on line 6a 20,902,140				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	8,715		8,715		
12 Total. Add lines 1 through 11	4,624,043	21,355	8,715		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages	410,265		8,715	401,550
	15 Pension plans, employee benefits	28,679			28,679
	16 a Legal fees (attach schedule)	2,350			2,350
	b Accounting fees (attach schedule)	9,900			9,900
	c Other professional fees (attach schedule)	379,787	4,381		375,406
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion	8,367			
	20 Occupancy	49,616			49,616
	21 Travel, conferences, and meetings	119,460			119,460
	22 Printing and publications	5,579			5,579
	23 Other expenses (attach schedule)	348,300	1,733		346,567
	24 Total operating and administrative expenses Add lines 13 through 23	1,362,303	6,114	8,715	1,339,107
	25 Contributions, gifts, grants paid	1,951,568			1,951,568
26 Total expenses and disbursements. Add lines 24 and 25	3,313,871	6,114	8,715	3,290,675	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,310,172				
b Net investment income (if negative, enter -0-)		15,241			
c Adjusted net income (if negative, enter -0-)					

Paperwork Reduction Act Notice, see instructions
(HTA)Form **990-PF** (2011)

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	554,358	1,806,336	1,806,336
	3 Accounts receivable ▶ 140			
	Less allowance for doubtful accounts ▶ 450		140	140
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	8,598	4,883	4,883
	10 a Investments—U S and state government obligations (attach schedule)	151,103		
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)	2,849,205	3,062,283	3,057,283
Liabilities	11 Investments—land buildings and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ 73,418			
	Less accumulated depreciation (attach schedule) ▶ 14,771	66,399	58,647	58,647
	15 Other assets (describe ▶)	21,242		
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	3,651,355	4,932,289	4,927,289
Net Assets or Fund Balances	17 Accounts payable and accrued expenses	21,175	13,179	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	21,175	13,179	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,630,180	4,919,110	
Net Assets or Fund Balances	30 Total net assets or fund balances (see instructions)	3,630,180	4,919,110	
	31 Total liabilities and net assets/fund balances (see instructions)	3,651,355	4,932,289	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,630,180
2 Enter amount from Part I, line 27a	2	1,310,172
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,940,352
5 Decreases not included in line 2 (itemize) ▶ Write-off of Micro-Credit Loans treated as grants	5	21,242
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,919,110

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded Securities				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 20,902,140		20,908,522	-6,382	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k) but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			-6,382	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-6,382	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	3,339,343	4,570,931	0.730561
2009	5,945,495	8,900,733	0.667978
2008	6,711,793	8,281,502	0.810456
2007	3,630,748	6,827,344	0.531795
2006	2,494,834	2,501,918	0.997169
2 Total of line 1, column (d)			2 3.737959
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.747592
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 4,901,966
5 Multiply line 4 by line 3			5 3,664,671
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 152
7 Add lines 5 and 6			7 3,664,823
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 3,291,290

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1	a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	305
	b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
	c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	305
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	305
6	Credits/Payments		
	a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,000
	b Exempt foreign organizations—tax withheld at source	6b	
	c Tax paid with application for extension of time to file (Form 8868)	6c	0
	d Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,000
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	695
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 695 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	X	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA, DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	X	
14	The books are in care of ▶ Foundation Source Telephone no ▶ (800) 839-1754 Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ Cambodia	16	X	

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** X

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870 **6b** X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
SEE ATTACHMENT				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE "

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
Stephen Bogner 117 Main Street, Seymour, CT 06483	CEO MJP Fd LLC 40 00	140,000	0	0
	00			
	00			
	00			
	00			
	00			
Total number of other employees paid over \$50,000				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions) If none, enter "NONE "

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Endeavor Group Inc 1775 Pennsylvania Ave NW, Suite 350, Washington, DC 20006	Philanthropic Consulting	292,423

Total number of others receiving over \$50,000 for professional services 0**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 See Attached	924,822
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	
2	
All other program-related investments See instructions	
3	
Total Add lines 1 through 3	0

Part X: Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,238,271
b	Average of monthly cash balances	1b	1,738,344
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	4,976,615
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,976,615
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	74,649
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,901,966
6	Minimum investment return. Enter 5% of line 5	6	245,098

Part XI: Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	245,098
2a	Tax on investment income for 2011 from Part VI, line 5	2a	305
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	305
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	244,793
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	244,793
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	244,793

Part XII: Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	3,290,675
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	615
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,291,290
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,291,290

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				244,793
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	2,436,390			
b From 2007	3,295,649			
c From 2008	6,303,222			
d From 2009	5,500,133			
e From 2010	3,110,796			
f Total of lines 3a through e	20,646,190			
4 Qualifying distributions for 2011 from Part XII line 4 ▶ \$ 3,291,290				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				244,793
e Remaining amount distributed out of corpus	3,046,497			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	23,692,687			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	2,436,390			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	21,256,297			
10 Analysis of line 9				
a Excess from 2007	3,295,649			
b Excess from 2008	6,303,222			
c Excess from 2009	5,500,133			
d Excess from 2010	3,110,796			
e Excess from 2011	3,046,497			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0			0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

0				0
---	--	--	--	---

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

- | | |
|---|---|
| 1 Information Regarding Foundation Managers: | |
| a | List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) |
| Angelina Jolie | Brad Pitt |
| b | List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest |
| NONE | |
| 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs. | |
| Check here <input checked="" type="checkbox"/> if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d | |
| a | The name, address, and telephone number of the person to whom applications should be addressed |
| b | The form in which applications should be submitted and information and materials they should include |
| c | Any submission deadlines |
| d | Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors |

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
ADVCY FOR PATIENTS W/ CHRONIC ILLNESS 195 FARMINGTON AVE STE 306 FARMINGTON CT 06032	N/A	509(a)(1)	General & Unrestricted	5,000
COMMUNITY FOUNDATION OF THE OZARKS INC PO BOX 8960 SPRINGFIELD MO 65801	N/A	509(a)(1)	General & Unrestricted	500,000
GLOBAL HEALTH COMMITTEE 800 HUNTINGTON AVE BOSTON MA 02115	N/A	509(a)(1)	Maddox Chivan Center	150,000
GYN CANCERS ALLIANCE 3023 S FORT AVE SPRINGFIELD MO 65807	N/A	509(a)(1)	Charitable Event	10,000
HUMANITARIAN INITIATIVE JUST RELIEF AID KALSON TWRS, CRESCENT RD P O BOX 48 NAIROBI Kenya	N/A	Other	Expenditure Responsibility Grant	340,000
MERCY HEALTH FOUNDATION SPRINGFIELD 1235 E CHEROKEE ST SPRINGFIELD MO 65804	N/A	509(a)(1)	Jane Pitt Pediatric Cancer Center Endowment	333,334
NA AN KU SE FOUNDATION PO BOX 99292 WINDHOEK Namibia	N/A	Other	Expenditure Responsibility Grant	309,976
UNITED STATES ASSOCIATION FOR UNHCR 1775 K ST NW STE 290 WASHINGTON DC 20006	N/A	509(a)(1)	General & Unrestricted	287,000
UNITED STATES ASSOCIATION FOR UNHCR 1775 K ST NW STE 290 WASHINGTON DC 20006	N/A	509(a)(1)	Medical care for Afghan refugees in Islamabad, Pakistan	15,000
INDIGENT INDIVIDUALS WHO RECEIVED LESS THAN \$1,000 EACH AND ARE NOT DISQUALIFIED PERSONS	NONE	N/A	Hardship Assistance Grants	1,258
Total			3a	1,951,568
b <i>Approved for future payment</i>				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	2,121	
4	Dividends and interest from securities			14	21,910	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-6,382	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a Other Program Revenue					8,715
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		17,649	8,715
13	Total. Add line 12, columns (b), (d), and (e)				13	26,364

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations


- | | | |
|---|--------------|----|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> | Yes | No |
| <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> | | |
| <p>(1) Cash</p> | 1a(1) | X |
| <p>(2) Other assets</p> | 1a(2) | X |
| <p>b Other transactions</p> | | |
| <p>(1) Sales of assets to a noncharitable exempt organization</p> | 1b(1) | X |
| <p>(2) Purchases of assets from a noncharitable exempt organization</p> | 1b(2) | X |
| <p>(3) Rental of facilities, equipment, or other assets</p> | 1b(3) | X |
| <p>(4) Reimbursement arrangements</p> | 1b(4) | X |
| <p>(5) Loans or loan guarantees</p> | 1b(5) | X |
| <p>(6) Performance of services or membership or fundraising solicitations</p> | 1b(6) | X |
| <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> | 1c | X |
| <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received</p> | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  11/14/12 V.P.

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Jeffrey D Haskell	Jeffrey D Haskell	11/8/2012		P01345770
	Firm's name ▶ Foundation Source			Firm's EIN ▶ 51-0398347	
	Firm's address ▶ 55 Walls Drive, Fairfield, CT 06824			Phone no (800) 839-1754	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

2011

Name of the organization

Employer identification number

Jolie-Pitt Foundation

20-5176706

Organization type (check one)

Filers of:

Section.

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Jolie-Pitt Foundation	Employer identification number 20-5176706
---	--

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Chivan c/o Terry Bird 1990 South Bundy Drive, Ste 200 Los Angeles CA 90025 Foreign State or Province Foreign Country	\$ 4,328,124	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Offer, Robert c/o A, G, & S LLP, 10960 Wilshire Blvd #1900 Los Angeles CA 90024 Foreign State or Province Foreign Country	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	Asprey Holdings Limited 167 New Bond Street London W1S 4AY Foreign State or Province Foreign Country United Kingdom	\$ 77,250	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	The Elementary Teachers' Foundation of Ontario 480 University Avenue, Ste 1000 Toronto Foreign State or Province Ontario Foreign Country Canada	\$ 109,279	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	United Nations Development Programme #53 Pasteur Street, Boeung Keng Kang Phnom Penh POB 877 Foreign State or Province Foreign Country Cambodia	\$ 49,335	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	Australian Center for Intl Ag Research 38 Thyme Street Fern Hill Park Foreign State or Province Foreign Country Australia	\$ 21,120	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
Jolie-Pitt Foundation

Employer identification number
20-5176706

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----

Name of organization
Jolie-Pitt Foundation

Employer identification number
20-5176706

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ 0
Use duplicate copies of Part III if additional space is needed.

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
 For Prov Country	
(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
 For Prov Country	
(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
 For Prov Country	
(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
 For Prov Country	

Form 990-PF, Part I, Line 11 - Other Income

TOTAL		8,715	0	8,715
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
1	Other Program Revenue	8,715	0	8,715
2				
3				
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part I, Line 16a - Legal Fees

TOTAL:		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	Description				
1	General Governance Matters and Counseling	2,350	0	0	2,350
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 16b - Accounting Fees

TOTAL.		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	Description				
1	Audit Support	9,900	0	0	9,900
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:		379,787	4,381	0	375,406
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Transportation Consultant	32,500	0	0	32,500
2	Investment Management Services	4,381	4,381	0	0
3	Fee for Defining and Developing Foundation's Philanthropic Objectives	292,423	0	0	292,423
4	Education Advisor	4,650	0	0	4,650
5	Program Consultant	45,833	0	0	45,833
6					
7					
8					
9					
10					

Amount of depreciation included in cost of goods sold 0

Form 990-PF, Part I, Line 19 - Depreciation and Depletion

							TOTAL.		8,367		0		0	
	Description	Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income					
1	Automobiles	Various	Straight-line	5	59,620	2,674	6,519	0	0					
2	Equipment/furniture	Various	Straight-line	5	13,798	3,731	1,848	0	0					
3														
4														
5														
6														
7														
8														
9														
10														

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:					348,300	1,733	0	346,567
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	26,690	0	0	26,690			
2	Filing Fees	66	0	0	66			
3	Postage	945	0	0	945			
4	Supplies	12,489	0	0	12,489			
5	Equipment/repairs/maintenance	49,997	0	0	49,997			
6	Bank and other fees	3,104	1,733	0	1,371			
7	Telephone/internet/fax	16,277	0	0	16,277			
8	Insurance	2,977	0	0	2,977			
9	Local employee recreation programs	14,014	0	0	14,014			
10	Government operational support/conservation	601	0	0	601			
11	Livestock/agronomy expenses	16,457	0	0	16,457			
12	Rural employee food subsidies	4,069	0	0	4,069			
13	Special conservation field operations	7,979	0	0	7,979			
14	Agro research expenses	5,683	0	0	5,683			
15	Community-household infrastructure support	12,726	0	0	12,726			
16	Other program expenses	4,694	0	0	4,694			
17	School facilities/equipment/materials	42,381	0	0	42,381			
18	School salaries/supplemental pay	3,990	0	0	3,990			
19	School meal program	4,193	0	0	4,193			
20	Other school programs	15,305	0	0	15,305			
21	Healthcare post operational support	11,541	0	0	11,541			
22	Women Self Empowerment Project	35,026	0	0	35,026			
23	Healthcare centre operational support	30,514	0	0	30,514			
24	Rural planning interventions and supplies	25,399	0	0	25,399			
25	Payroll Processing Fees	1,183	0	0	1,183			

Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

	Description	Shares	Book Value End of Year	FMV End of Year
1	1 NORINCHUKIN BK N Y BRH 0 410% 02/21/2012CD (65602QTL1)	200,000	200,000	199,990
2	2 BANCO DEL ESTADO DE CD - 0 320% - 01/12/2012 (05962PDX4)	200,000	200,000	200,002
3	3 BANK MONTREAL CHICAGO BRH CD - 0 160% - 01/17/2012 (06366WTH7)	200,000	200,007	200,002
4	4 CITIBANK N A N Y BRHCD - 0 350% - 03/20/2012 (1730D2T51)	200,000	200,000	199,946
5	5 HOUSEHOLD FINANCE CORP MATURITY DATE 5/15/12 , RA (441812JY1)	150,000	155,741	152,798
6	6 KOREA DEV BK NY BRH (5006E0A63)	250,000	249,808	249,989
7	7 NATIONAL AUSTRALIA BCD FLT - 0 700% - 12/06/2012 (63253TKF4)	250,000	250,000	249,913
8	8 NATIONAL BK CDA NY BCD - 0 140% - 01/19/2012 (63306V5C0)	200,000	200,000	200,002
9	9 NORDEA NORTH AMERICA INC (6555POAD1)	150,000	149,866	149,985
10	10 RABOBANK NEDERLAND CD FLT - 0 330% - 01/06/2012 (74977MRC1)	100,000	100,000	100,000
11	11 SBC COMMUNICATIONS 5 875% 8/15/12 (78387GAK9)	150,000	157,279	154,850
12	12 SUMITOMO CORP OF AMERICA (86561AAJ6)	250,000	249,850	249,970
13	13 WESTPAC BANKING CORPCD FLT - 0 288% - 06/15/2012 (96121TEQ7)	150,000	150,000	149,928
14	14 BANK OF NOVA SCATIA NY - 0 00% - 2/02/2012	150,000	149,898	149,967
15	15 BANK TOKLY MITSUBISHI UFJ LTD	200,000	199,964	199,978
16	16 DEPT OF APT LAI - 0 000% - 1/25/2012	250,000	249,870	249,963
TOTAL:			3,062,283	3,057,283

Form 990-PF, Part II, Line 14 - Land, Buildings, and Equipment

TOTAL:		73,418	6,405	14,771	58,647	58,647
	Asset Description	Cost or Other Basis	Accumulated Depreciation Beg. of Year	Accumulated Depreciation End of Year	Book Value End of Year	FMV End of Year
1	Automobiles	59,620	2,674	9,192	50,428	50,428
2	Equipment/Furniture	13,798	3,731	5,579	8,219	8,219
3						
4						
5						
6						
7						
8						
9						
10						

Form 990-PF, Part VII-A, Line 5 - Substantial Contraction

This statement is submitted to report the distribution of certain assets during the above-referenced year. The distributions resulted in a substantial contraction of assets. The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions.

During the taxable year ending December 31, 2011, Jolie-Pitt Foundation (the "Foundation") made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled \$1,950,310. This amount represents over 25% of the Foundation's net assets of \$3,652,080 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2011. Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution.

The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a, each such grant was made solely for the charitable purpose specified therein.

Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

	Name	Street	City	State	Zip Code
1	Chivan	c/o Terry Bird, 1990 S Bundy Dr Ste 200	Los Angeles	CA	90025
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility

	Grantee Name	Street	City	Zip Code	Foreign Country	Grant Date	Grant Amount	Grant Purpose	Amt Expended by Grantee	Any Diversion by Grantee?	Dates of Reports by Grantee	Verification
1	Jane Goodall Institute - Austria	Probusgasse 3, A 1190	Vienna		Austria	6/14/10	15,000	Provide funding for the Dr. Jane Goodall documentary project	15,000	To the knowledge of the grantor, no funds have been diverted	4/15/11	None necessary
2	Aegis Trust	c/o The Holocaust Centre, Laxton	Nottinghamshire	NG22 0PA	United Kingdom	9/22/10	150,000	Provide funding for the Lubanga and Katanga Trial Project	129,265	To the knowledge of the grantor, no funds have been diverted	5/3/11 and Report Expected in 2012	None necessary
3	Hungarian Red Cross	1367 Budapest 5, Pf 1	Budapest		Hungary	11/12/10	35,000	Provide assistance to those affected by the chemical spill in Hungary	35,000	To the knowledge of the grantor, no funds have been diverted	5/9/11 and 4/11/12	None necessary
4	Humanitarian Initiative Just Relief Aid	Kalson Towers, Crescent Rd	Nairobi		Kenya	11/7/11	340,000	Provide funding for the expansion of Mother and Child Health Care Clinic	0	To the knowledge of the grantor, no funds have been diverted	Report Expected in 2012	None necessary
5	N/a'an ku se Foundation	PO Box 99292	Windhoek		Namibia	8/26/11	309,976	Provide funding for projects dedicated to conserving land, cultures and wildlife of Namibia (Installment 1 of 2)	0	To the knowledge of the grantor, no funds have been diverted	Report Expected in 2012	None necessary

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	TOTAL				Expense Acct
							Avg Hrs	Comp	Benefits	0	
1	Terry Bird	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Vice President	1	0	0	0	0
2	Warren Grant	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Vice President	1	0	0	0	0
3	Angelina Jolie	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Co- President / Director	4	0	0	0	0
4	Brad Pitt	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Co- President / Director / Secretary	4	0	0	0	0
5											
6											
7											
8											
9											
10											

Jolie-Pitt Foundation

EIN: 20-5176706

Taxable Year Ending December 31, 2011

Form 990-PF, Part IX-A: Direct Charitable Activities

In 2003, Ms Angelina Jolie (in conjunction with WildAid) began a project dedicated to the conservation of Cambodia's endangered Cardamom Mountains' northern territory. Formally known as the Maddox Jolie Project and based in Cambodia's rural and impoverished northwest, the initial focus of its conservation work was on the protection of Samlout National Park (Samlout Protected Area). Samlout contains most of the region's biodiversity: forests, freshwater ecosystems, and endangered species. As more resources became available, MJP's operations expanded into other areas such as reforestation, community protected area, park management and integrated rural development (UN Millennium Development Goals). In 2009, the project's assets were transferred from WildAid to the Jolie-Pitt Foundation which continues the project ("MJP") currently.

2011 Accomplishments

Agriculture Achieving food security and nutritional wellbeing has been central to MJP's poverty alleviation program in Samlout. In 2011, MJP created 26 farmer field training schools with 443 farmers in 8 Samlout target villages. Training focused on livestock management (cows, pigs, and chickens), homestead food production (fish and vegetable gardens), fruit trees and crop production. The main upland crops in Samlout are soybeans, maize, sesame, mungbeans, and peanuts.

Conservation and Law Enforcement Law enforcement continues to be one of the main tools used to protect and conserve the natural resources in Samlout. 2011 was a very difficult year in fighting the illegal trade of luxury timber across Cambodia, including Samlout, where several hundred cubic meters of rosewood were illegally cut from the park. Responding to the increase in timber trafficking, MJP's Conservation Wildlife Enforcement Team increased the number of anti-poaching patrols in the park to 696 in 2011. On December 7, 2011, MJP and the District Governor of Samlout co-hosted the first judicial workshop in Samlout District for the purpose of strengthening law enforcement in fighting nature crimes in Samlout, providing opportunities for participants to share their comments on deforestation in Samlout, and clarifying the jurisdictions of the key departments involved in state forest management. Environmental education is an important tool for the conservation of Samlout's natural and historical resources. In 2011, MJP delivered 33 environmental awareness events which reached almost 800 villagers.

Education In 2011, MJP continued to design and implement professional coaching and training to 1 lower secondary school with 148 students and 12 teachers, 5 primary schools with 1,483 students and 42 teachers, 5 kindergarten classes with 146 children and 5 teachers, and for the first time in 2011, 1 early childhood care and development center with 47 children. School programs supported include school gardens and other nutrition projects, school sport clubs, in-class physical education, reading clubs and library enhancement, eco-ranger clubs, computer training, sanitation and hygiene education, and education and training materials such as textbooks.

Healthcare In 2011, MJP continued to provide hands-on interactive training sessions, service improvement, and clinical interventions at two MJP health facilities: Kampong Touk Health Post and Bueng Run Health Centre. The primary focus is to improve the quality of health care services in the region to reduce child mortality and morbidity, improve maternal health, and combat HIV/AIDS, malaria and other diseases. In 2011, Bueng Run Health Centre was awarded best rural health care.

center in Battambang province. During 2011, Bueng Run saw 8,029 out-patients and Kampoung Touk Health Post saw 3,322 out-patients.

Natural Resource Management MJP actively supports the protection and management of Samlout Protected Area, a 60,000 hectare tropical forest in northwest Cambodia. Geographically divided between Battambang and Pailin province and sharing a border with Thailand, Samlout is the last intact tropical forest in the northwest. To stop the accelerating deforestation in the areas outside Samlout Protected Area, MJP supported the Forestry Administration in Battambang province in creating Community Forestry schemes in four target communes in Samlout District. During 2009-2010, MJP created 11 community forestry sites with 1,824 villagers living in 13 villages. In 2011, an additional 111 villagers registered to be members. Another important effort is the nursery project which produces tree seedlings for reforestation in the degraded areas outside Samlout Protected Area. In 2011, 8,000 seedlings were produced and distributed to local villagers, CF members and other stakeholders within the area who organized two tree planting days in the community.

Micro-credit MJP understands the importance of business approaches to produce economic and social change. To support and expand the economic participation of low-income households in Samlout, MJP created the Micro-Credit Plus project in 2009. The project provides support to the development of small, family-owned business that will generate additional income to improve household savings. From 2009-2011, MJP worked in 6 target villages and created 21 village-based micro-credit and savings groups with 270 members. In 2011, the groups provided \$34,875 in loans to 250 members. The average loan given to each member was \$140.

Women Self-Empowerment In June 2010, MJP established this project which focuses on empowering and promoting the rights of women/girls through various vocational skills training and business activities that can improve their socio-economic status in their families and in the greater community. In July 2011, MJP completed construction of the Samlout Women's Prosperity Centre. MJP also re-landscaped the area to create a green space for the local community. The Centre is mainly used as a multifunctional building for community meetings, workshops, vocational skills training, and for other activities or events to promote the well-being of women in the region.

Infrastructure To significantly reduce poverty and achieve the UN Millennium Development Goals, it is vital to make a sustained improvement in developing the region's infrastructure facilities and services, including roads, schools, health facilities, wells, and toilets. Since 2007, MJP has been actively participating in rebuilding Samlout's infrastructure.